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The David J. Joseph Company

July 21, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. **18914** FILED 1994

JUL 25 1994 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 7, 1994, between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Martin Marietta Materials, Inc.
P.O. Box 30013
Raleigh, NC 27622-0013

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$18.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Staff Assistant - Contract Administration

Enclosures

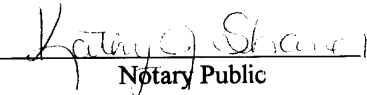
Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

CERTIFICATE

The undersigned, Kathy Shaner, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

KATHY J. SHANER
Notary Public, State of Ohio
My Commission Expires June 7, 1997

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 26, 1994

JULIA R. JONES
THE DAVID J. JOSEPH COMPANY
300 PIKE STREET
CINCINNATI OH 45202

Dear MS. JONES:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/25/94 at 10:00AM, and assigned recordation number(s). 18914

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Melinda M. Stokes

RECORDATION NO. **18914**

JUL 25 1994 -10 00 AM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of June 7, 1994, is intended to evidence the Railroad Equipment Lease Agreement dated as of March 14, 1994 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation (the "Lessor"), and MARTIN MARIETTA MATERIALS, INC., a North Carolina Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the thirty (30) railcars more fully described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

MARTIN MARIETTA MATERIALS, INC.

By: *R. J. Joseph*

By: *George E. Holt III*

Title: *Vice President*

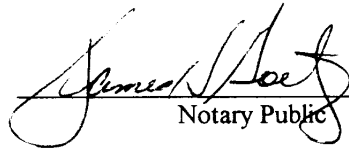
Title: *Manager - Transportation Services*

Date: *June 7, 1994*

Date: *June 21, 1994*

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 7th day of June 1994, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 19, 1995

STATE OF NORTH CAROLINA)
) SS:
COUNTY OF WAKE)

The foregoing instrument was acknowledged before me this 22nd day of JUNE, 1994, by GEORGE H. SOLT III the MANAGER TRANSPORTATION of Martin SERVICES Marietta Materials, Inc., a North Carolina corporation, on behalf of the corporation.

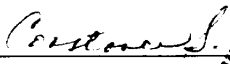
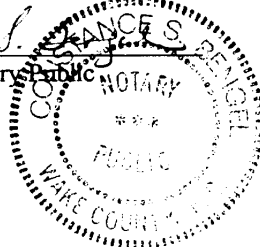

My Commission Expires 8-7-97 Notary Public


EXHIBIT A

To the Memorandum of Railroad Equipment Lease Agreement dated March 14, 1994,
between The David J. Joseph Company and Martin Marietta Materials, Inc.

DESCRIPTION OF UNITS

Thirty (30) Rapid Discharge Aggregate Cars bearing reporting marks DJJX 424-453,
inclusive.